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Reorganized Debtors

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Reorganized Debtors.	:	
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS,
TGI DIRECT, INC., AND DELPHI AUTOMOTIVE SYSTEMS, LLC COMPROMISING AND
ALLOWING PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 16780

("TGI DIRECT, INC.")

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-
captioned cases (collectively, the "Reorganized Debtors"), TGI Direct Inc. ("TGI Direct"), and

Delphi Automotive Systems, LLC (f/k/a New Delphi Automotive Systems 1, LLC) ("New DAS LLC") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, TGI Direct, Inc., And Delphi Automotive Systems, LLC Compromising And Allowing Proof Of Administrative Expense Claim Number 16780 (TGI Direct, Inc.) (the "Stipulation") and agree and state as follows:

Preliminary Statement

WHEREAS, on October 8 and 14, 2005 (the "Petition Date"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC") (collectively, the "Debtors"), predecessors of the Reorganized Debtors, filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on January 10, 2008, TGI Direct, a provider of marketing support services, filed proof of administrative expense claim number 16780 against Delphi, which asserts an administrative expense claim in the amount of \$24,459.00 for the sale of goods (the "Claim").

WHEREAS, on February 15, 2008, the Debtors objected to the Claim pursuant to the Debtors' Twenty-Sixth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification And Modified Claim Asserting Reclamation (Docket No. 12686) (the "Twenty-Sixth Omnibus Claims Objection").

WHEREAS, on March 12, 2008, TGI Direct filed TGI Direct Inc.'s Response To Debtors' Twenty-Sixth Omnibus Notice Of Objection To Claim (Docket No. 13084) (the "Response").

WHEREAS, pursuant to the Master Disposition Agreement Among Delphi Corporation, GM Components Holdings, LLC, General Motors Company, Motors Liquidation Company (f/k/a General Motors Corporation), and DIP Holdco 3 LLC, among others, dated as of July 30, 2009 (the "MDA"), the Buyers (as defined in the MDA) assumed certain administrative expense liabilities of the Debtors.

WHEREAS, pursuant to the MDA, New DAS LLC, as a subsidiary of Delphi Automotive LLP (as assignee of DIP Holdco 3 LLC), assumed the administrative expense liabilities related to Claim 16780.

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, to resolve the Twenty-Sixth Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors, TGI Direct, and New DAS LLC entered into this Stipulation, pursuant to which the Reorganized Debtors, TGI Direct, and New DAS LLC agreed that the Claim should be allowed as an administrative claim in the amount of \$24,459.00 against DPH-DAS LLC.

NOW, THEREFORE, the Reorganized Debtors, New DAS LLC, and TGI Direct stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$24,459.00 and shall be treated as an administrative claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.
2. Satisfaction of the Claim through the payment of \$24,459.00 shall be the sole responsibility of New DAS LLC. The Reorganized Debtors shall have no responsibility with respect to the satisfaction of the Claim.
3. The Response is hereby deemed withdrawn with prejudice.
4. Allowance of the Claim in the amount of \$24,459.00 is in full satisfaction of the Claim, and TGI Direct, on its own behalf and on behalf of each of its predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former, current, and future officers, directors, owners, employees, and other agents (collectively, the "TGI Direct Releasing Parties"), hereby waives any and all rights to assert against each of New DAS LLC, the Debtors, and the Reorganized Debtors, and each of their respective predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former and current officers, directors, owners, employees, and any other agents (collectively, the "Released Parties"), that the Claim is anything but an administrative claim against DPH-DAS LLC. The

TGI Direct Releasing Parties further release and waive any right to assert any other claim, cause of action, demand, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which relate to the Claim or which the TGI Direct Releasing Parties have, ever had, or hereafter shall have against the Released Parties based upon, arising out of, related to, or by reason of any event, cause, thing, act, statement, or omission occurring before the Effective Date, including, without limitation, all matters relating to the Claim.

5. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 9th day of September, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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